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January 21, 2004

EX PARTE

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20054

Re: CS Docket No. 98-120

Dear Ms. Dortch:

On January 20, 2004, Nick Davatzes (President & CEO of A&E Television Networks), Phil Kent (Chairman & CEO of Turner Broadcasting System, Inc.), Gerry Laybourne (Chairman & CEO of Oxygen Media, Inc.) and I met with Jonathan Cody, legal advisor for Chairman Powell. In this meeting, we reiterated cable networks' opposition to giving broadcasters another advantage over cable programmers by requiring cable operators to carry broadcasters' analog and digital signals during the transition. We argued that the Commission should reaffirm its earlier decision with respect to dual must carry and the definition of primary video. We also asked that the Commission not grant broadcasters must carry rights for their digital broadcast signal until they have returned their analog spectrum. We explained that transitional must carry would be the equivalent of dual must carry, would not help end the digital transition and would have a significant negative impact on our businesses and on other cable programmers.

Please direct any questions regarding this matter to my attention.

Respectfully submitted,

/s/ **Decker Anstrom**

Decker Anstrom

cc: Jonathan Cody